

**Form 51-102f3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company:

The name of the reporting issuer is RISE Life Science Corp. ("RISE" or the "Company"). Its principal office is located at 141 Adelaide Street West, Suite 230, Toronto, Ontario M5H 3L5

Item 2. Proposed Date of Material Change:

June 29, 2018

Item 3. Press Release:

Press release July 3, 2018

Item 4. Summary of Material Change:

RISE closed on its non-brokered private placement through the issuance of an aggregate of 4,824,399 units (where each unit is comprised of one common share and one-half warrant) for gross proceeds of \$1,447,319.70. An insider subscribed for 33,333 units of the 4,824,399 units noted above.

Item 5. Full description of Material Change:

RISE has closed a non-brokered private placement (the "Offering") through the issuance of an aggregate of 4,824,399 units (each a "Unit") at a price of \$0.30 per Unit for gross proceeds of \$1,447,319.70. Each Unit is comprised of one common share ("Common Share") of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share for a period of twenty-four (24) months from the date of closing at a price of \$0.45 per Common Share. The proceeds of the Offering will be used for general working capital purposes. The Offering constituted a related party transaction within the meaning of Multilateral Instrument 61-101 ("MI 61-101") as an insider of the Company subscribed for an aggregate of 33,333 Units pursuant to the Offering.

Item 6. Reliance on Subsection 7.12(2) of National Instrument 51-102:

No reliance

Item 7. Omitted Information

No significant facts remain confidential in, and no information has been omitted from this report.

Item 8. Executive Officer

For further information, please contact Anton Mattadeen at (416) 899-9462.

Item 9. Date of Report

July 5, 2018

RISE LIFE SCIENCE CORP. ANNOUNCES CLOSING \$1.4M OF EQUITY FINANCING

– Canadian Health and Wellness Product Pioneer Poised for Growth and Expansion –

TORONTO, ONTARIO – Tuesday July 3, 2018 – RISE Life Science Corp. (the “Company” or “RISE”) (CSE: RLSC) today announces that it has closed a non-brokered private placement (the “Offering”) through the issuance of an aggregate of 4,824,399 units (each a “Unit”) at a price of \$0.30 per Unit for gross proceeds of \$1,447,319.70. Each Unit is comprised of one common share (“Common Share”) of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant entitles the holder thereof to purchase one Common Share for a period of twenty-four (24) months from the date of closing at a price of \$0.45 per Common Share. The proceeds of the Offering will be used for general working capital purposes.

On June 21, 2018, RISE announced the U.S. retail debut of CBD-based sexual wellness brand, Karezza, introducing its first suite of sexual health supplements including three oral sprays, “In the Moment”, “Women’s Daily”, and “Men’s Daily”, which support sexual performance body systems. The product suite will be sold at retail stores across California starting next week and will also soon be available via the brand’s e-commerce website, karezza.love. The line will be expanded to include sublingual, quick-absorb tablets and a topical lubrication for enhanced erogenous sexual experience.

Anton Mattadeen, CEO RISE Life Science Corp. said, “Launching our initial suite of sexual health and wellness products in California – the largest and most sophisticated cannabis consumer market in the world – will ensure that RISE is well-positioned to commercialize our sexual health and wellness formulations in other jurisdictions around the globe.”

Upon closing the Offering, certain eligible persons (“Finders”) were paid a commission equal to 8% of the gross proceeds raised from subscribers introduced to the Company by such Finders and issued non-transferable broker warrants (“Broker Warrants”) equal to 8% of the Units issued pursuant to the Offering. Each Broker Warrant entitles the holder thereof to purchase one Common Share for a period of 24 months from the date of closing of the Offering at a price of \$0.30 per Common Share.

A portion of the Offering was completed pursuant to Multilateral CSA Notice 45-318 – Prospectus Exemption for Certain Distributions through an Investment Dealer (“CSA 45-318”) and the corresponding blanket orders and rule implementing CSA 45-318 in the participating jurisdictions in respect thereof (collectively with CSA 45-318, the “Investment Dealer

Exemption”). As at the date hereof, the Investment Dealer Exemption is available in each of British Columbia, Alberta, Saskatchewan, Manitoba and New Brunswick. Pursuant to CSA 45-318, each subscriber relying on the Investment Dealer Exemption must obtain advice regarding the suitability of the investment from a registered investment dealer. In accordance with the requirements of CSA 45-318, there is no material fact or material change of the Company that has not been disclosed.

In addition to conducting the Offering pursuant to the Investment Dealer Exemption, the Offering was also conducted pursuant to other available prospectus exemptions.

The Offering constituted a related party transaction within the meaning of Multilateral Instrument 61-101 (“MI 61-101”) as an insider of the Company subscribed for an aggregate of 33,333 Units pursuant to the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About RISE Life Science Corp. (riselifescience.com)

RISE Life Science Corp. develops cutting-edge cannabis consumer products for both medical and adult-use markets around the world in jurisdictions that have legal regulatory frameworks in place. All products are based on patent-pending formulations and processes to produce specifically targeted effects. A key area of focus for RISE is research-based formulations to address adult sexual health and wellness for all genders.

About Karezza (karezza.love)

Karezza is the leading brand from RISE Life Science, whose product suite is formulated with CBD and traditional botanicals to support the human body's systems that improve sexual experiences.

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Cautionary Statement Regarding Forward-Looking Information

The Canadian Securities Exchange has not reviewed this news release and does not accept responsibility for the adequacy or accuracy of this news release.

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in RISE's periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should, target, goals, projections, anticipated" and similar expressions, are forward- looking statements. Forward-looking statements may include, without limitation, statements including the Company's expectations with respect to pursuing new opportunities and its future growth and other statements of fact.

Although RISE has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: general economic conditions; pending and proposed legislative or regulatory developments including the impact of changes in laws, regulations and the enforcement thereof; reliance on funding models; operational and infrastructure risks including possible equipment failure and performance of information technology systems; intensifying competition resulting from established competitors and new entrants in the businesses in which the Company operates; insurance coverage of sufficient scope to satisfy any liability claims; fluctuations in total customers; technological change and obsolescence; loss of services of key senior management personnel; privacy laws; leverage and restrictive covenants; fluctuations in cash timing and amount of capital expenditures; tax-related risks; unpredictability and volatility of the price of the Company's securities; dilution; and future sales of the Company's securities. Further risks include operational risks of operating in the U.S.; U.S. federal regulation risks; variation in U.S. state regulations; change of U.S. cannabis laws; security risks; risks related to permits and authorizations; risks on liability, enforcement complaints etc.; banking risks; marketing, sales, manufacturing and distribution risk regarding our product growth plans; changes in laws; limited operating history; reliance on management; requirements for additional financing; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult use marijuana industry; and regulatory or political change. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events. Accordingly, readers should not place undue reliance on forward-looking statements.

